

**Redacted Exhibit 4 to the
Declaration of Mark Carlson
IOT Motion for Summary
Judgment**

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Subject: BEAUTY AND THE BEAST Production Notes
Attachments: Beauty and the Beast Production Notes.docx

Attached for your approval, please find our draft of the production notes for BEAUTY AND THE BEAST. Please review at your earliest convenience and let us know of any comments or changes that need to be made.

Many thanks, in advance.

Best,
William

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The logo for Disney's "Beauty and the Beast" features the word "Disney" in its signature script at the top. Below it, the words "BEAUTY AND THE BEAST" are written in a large, ornate, metallic font. The letters have a three-dimensional, chiseled appearance with highlights and shadows, giving them a regal and magical feel.

The story and characters audiences know and love come to spectacular life in Disney's "Beauty and the Beast," a live-action adaptation of the studio's animated classic featuring an extraordinary ensemble cast, including: Emma Watson, Dan Stevens, Luke Evans, Kevin Kline, Josh Gad, Ewan McGregor, Stanley Tucci, Gugu Mbatha-Raw, Audra McDonald, Hattie Morahan and Nathan Mack with Ian McKellen and Emma Thompson.

Directed by Bill Condon and based on the 1991 film, "Beauty and the Beast" is written by Evan Spiliotopoulos and Stephen Chbosky and Bill Condon. Alan Menken provides the score, which includes new recordings of the original songs written by Menken and Howard Ashman as well as three new songs written by Menken and Tim Rice. The film is produced by Mandeville Films' David Hoberman, p.g.a. and Todd Lieberman, p.g.a with Jeffrey Silver, Thomas Schumacher and Don Hahn serving as executive producers.

~ The Tale as Old as Time ~

Once upon a time there was a dashing young Prince (Dan Stevens) who lived in a magnificent castle. He frequently hosted extravagant parties in the castle's opulent ballroom attended by the most beautiful debutantes from around the world and was pampered by the castle's staff of servants, who tended to his every whim, but the Prince had grown to become insolent and self-absorbed. When an old beggar woman appears at the castle door seeking shelter from the storm and offers him a single rose in return, he callously turns her away, unaware that she is, in fact, a beautiful enchantress (Hattie Morahan). To punish him for his cruelty, she places a curse on the castle, transforming him into a Beast and its inhabitants into household objects. To reverse the spell, he must learn to love another and be worthy of their love in return before the last petal of the enchanted rose falls...otherwise, he will remain a beast and his staff imprisoned as their inanimate forms in the castle for all eternity.

Some years later in the small town of Villeneuve, Belle (Emma Watson), a bright and spirited young woman, goes about her daily chores, pondering the monotony of her provincial life. Fiercely independent and keeping to herself for the most part, Belle lives with her father, Maurice (Kevin Kline), a toy maker, and is an avid reader who dreams of adventure and romance and a world far beyond the confines of her French village. The villagers, however, are unsure what to think of Belle. As virtuous and kind as she is beautiful, Belle is a complete enigma. She rejects the relentless advances of the arrogant and boorish rogue Gaston (Luke Evans) who holds court in the village tavern with his sidekick Le Fou (Josh Gad) and has every eligible woman in town wrapped around his finger. Gaston is smitten with Belle, but she is strong-willed and remains impervious to his charms.

When Maurice sets off for the market and becomes lost in the woods, he is attacked by wolves and stumbles upon the Beast's castle, now darkened and iced over, where he takes refuge. But the Beast is

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enraged to find him trespassing and takes him prisoner. Belle learns of her father's disappearance and sets off on her horse, Philippe, in search of him, coming face to face with the Beast, with whom she pleads for his release, eventually trading her own freedom for his. While locked away in a tower of the ominous castle, Belle hears friendly voices – those of the enchanted household objects, who can now speak. She is introduced to the former members of the castle's staff, including: Lumière, a candelabra (Ewan McGregor); Cogsworth, a mantel clock (Ian McKellen); Mrs. Potts, a teapot (Emma Thompson); Madame de Garderobe, a wardrobe (Audra McDonald); Plumette, a feather duster (Gugu Mbatha-Raw); and Maestro Cadenza, a harpsichord (Stanley Tucci). Hopeful that Belle may be the one to capture the heart of the Beast, they watch and wait for any signs of true love, but the Beast is surly, ill-mannered and prone to outbursts and has come to accept the fact that no one will ever be able to love him.

Given their conflicted relationship, rife with animosity and resentment, romance appears out of the question, but Belle has a loving nature and the ability to see what other people cannot and begins to sense the kind heart of the Prince within. The Beast can be generous, sharing his library with her, and can be chivalrous, placing his life in danger to save hers, and he makes her laugh. Belle is compassionate, nursing his wounds, and enjoys reading and discussing works of literature with him. She inspires him to become a better person, and he slowly begins to come back to life.

~ Beauty Comes From Within ~

The classic tale of "Beauty and the Beast" and its empowering message that true beauty comes from within, dates back to 18th century France and the first published version of the fairy tale, "La Belle et la Bête," written by Gabrielle-Suzanne Barbot de Villeneuve. Since then there have been countless interpretations of the story across all forms of media, but it is Disney's Oscar®-nominated animated film from 1991 which has been the definitive version.

One of the studio's most treasured titles, "Beauty and the Beast" was released during Disney's second golden age of animation along with "The Little Mermaid," "The Lion King" and "Aladdin," among others, and was immediately hailed as a cinematic masterpiece. As spellbindingly romantic as it is comedic, "Beauty and the Beast" is an unforgettable tale of love and friendship that transports readers to a magical fairy tale world where good triumphs over evil.

"Beauty and the Beast" was the first animated feature to receive an Academy Award® nomination for Best Picture and won two Oscars® (Best Original Score and Best Song), three Golden Globes® and five GRAMMY® Awards, among a multitude of other awards. The film was the first animated feature to gross more than \$100 million at the box office in its initial release and the first Disney animated feature to become a stage musical production, which subsequently ran on Broadway for 13 years and was translated into eight languages, playing in over 20 countries.

The studio believed an adaptation of the story of a kindhearted maiden and her beastly prince had the potential to enchant audiences once again, but when the studio pitched the idea to Bill Condon, his initial fear was why remake something that is already perfect. "I consider the 1991 film to be a perfect movie," Condon says. "When the film was released it was groundbreaking, in the way the story was told and with that incredible score from Alan Menken and Howard Ashman, so I initially did not want to go near it."

The Oscar®-winning director, whose resume includes such diverse films as "Dreamgirls," "The Twilight Saga: Breaking Dawn Parts I and II," "Mr. Holmes" and "Kinsey," soon realized the time was right for a live-action adaptation. Condon is a consummate storyteller, and he could already visualize the story's cinematic potential. "It is 25 years later and technology has caught up to the ideas that were introduced

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in the animated movie,” he explains. “Now it is possible, for the first time, to create a photo-real version of a talking teacup on a practical set in a completely realistic live action format.”

For Condon, the allure of “Beauty and the Beast” was two-fold: It was a chance to make an old-school movie musical that is a tribute to the musicals from the golden age of Hollywood and an opportunity to revisit a story that he has always connected with emotionally, and dig deeper into the characters to find out what makes them tick. The director has an encyclopedic knowledge of musicals and a clear understanding of how story and music converse with one another, and saw the film as a chance to bring back the musical genre.

He explains, “When I was growing up people would say theater was dying, and theater has been dying for centuries now, and I think the same thing can be said about the movie musical, not for centuries, but it has sort of been dying for the last 50 years. I want audiences to embrace the form and understand that, at its best, music and movies and musical numbers in movies don’t distract, they don’t interrupt, they deepen and help create meaning. If you’re moved by something, you’re more moved when you hear some of those Alan Menken notes or hear some of those Howard Ashman lyrics.”

Emma Watson says, “Any time I hear music from ‘Beauty and the Beast,’ it connects me with that childlike feeling that everything is going to be okay and that there’s hope in the world, and it just gives me this sense that, everything’s fine.”

According to Academy Award®-nominated producer David Hoberman (“The Fighter,” “The Muppets”), “Bill was the perfect choice. He has an intimate knowledge of the fairy tale ‘Beauty and the Beast’ going back to the first written version, he is a big fan of Jean Cocteau’s 1946 Avant Garde take on the story and he has seen the Broadway production multiple times, so he was already an aficionado.”

Working with co-screenwriters Evan Spiliotopoulos (“The Huntsman: Winter’s War,” “Hercules”) and Stephen Chbosky (“The Perks of Being a Wallflower,” “Rent”), Condon set out to expand upon the story and add more depth and dimension to the familiar characters while celebrating the animated film and its legacy. “There have been some recent movies that have been top to bottom reinventions or stories as seen from another character’s point of view or something,” he says. “This was not that. What we wanted to do was bring the story more into reality, not create a new story.”

He continues, “It is an honor to have a chance to create something that is both reverential of the original and somewhat of a modernization at the same time, but it is also intimidating. This is a story that has lived in many forms and in many languages, and to have an opportunity to work with state-of-the-art technology and an amazing cast is such a blessing. I hope that, because this movie is so loved, we’ll be able to answer questions that fans may not have even realized they had about Belle and about the Beast specifically, and how they came to be who they are today.”

The film offers a glimpse into the Prince’s life before he became the Beast and what turned him into a man who deserves to be cursed. It also expands on Belle’s past and her life before she goes to the castle and meets the Beast and helps explain what the two have in common and what made them who they are today.

The award-winning score was also enhanced to include new songs from eight-time Oscar®-winning composer Alan Menken (“The Little Mermaid,” “Aladdin,” “Pocohontas”) and veteran lyricist and three time Oscar winner Tim Rice (“The Lion King,” “Evita”), and because Condon is a fan of musical theater and already knew all the songs and musical references, it made Menken’s job that much easier. “Bill

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really knows his stuff,” says the composer,” So we were able to begin working with a lot of tools already at our disposal and a lot of reference points we could discuss immediately. Bill is a micromanager in the best sense of the word because he is genuinely concerned with each element in the story and the music.”

~ The Beloved Characters ~

When casting the live-action adaptation, the filmmakers sought out the performers best suited for the beloved characters from the animated film. Emma Watson was the first to join the production as Belle, the village girl with a thirst for adventure.

The British actress, who for years has charmed audiences as the quick-witted and determined Hogwarts student Hermione Granger from the “Harry Potter” films, Watson has recently been highly visible as a human rights activist and goodwill ambassador for the United Nations, something which has become her life’s mission. And out of all the female characters in all the Disney films, Watson has always been drawn to – and most identifies with – Belle.

“I have loved ‘Beauty and the Beast’ since I was about four years old,” she says. “I remember Belle as this feisty young woman who spoke her mind and had these ambitions and was incredibly independent and wanted to see the world. And she had this relationship with the Beast where they were just toe to toe and that, to me, just seemed like such a terrific dynamic and interesting kind of relationship that I’d never seen before in a fairy tale.”

Prior to 1991, most of the female characters in animated films were viewed as passive and somewhat one-dimensional, but Belle is different. She is interested in literature, has thoughts of her own and is not easily intimidated, and she became an empowered role model for girls around the world and the first contemporary feminist heroine in an animated film. “Belle is someone who doesn’t really care about becoming a princess,” says Condon. “She’s more interested in seeing the world and figuring out who she is than in finding a man and getting married.”

Not only does Belle herself love reading, but she also loves sharing her passion for books. Says Condon, “We all know how intelligent and worldly and sophisticated Emma is, and while that doesn’t describe Belle, it is what Belle aspires to be, and it is the innate intelligence that Emma brings to the role that is such a crucial element when you’re doing a live-action film.”

For the role of the Beast, the spoiled and arrogant Prince placed under a curse, the filmmakers had endless conversations and tossed around dozens of names before deciding on Dan Stevens. The British actor, best known for his portrayal of the dashing and sensitive Matthew Crawley on the award-winning television series “Downton Abbey,” worked with Condon a few years back on “The Fifth Estate,” and found it to be a very collaborative experience and one that he was eager to repeat.

“Bill and I spent a lot of time talking about how we could add some nuances to my character to make him more dimensional than the Beast from the animated film,” says Stevens. “It was quite interesting, trying to find those little human beats that would make him less animalistic and more a human trapped inside this creature.”

Says Condon, “I’m a big fan of Dan’s...he’s just got this amazing range. Taking this part on was taking on a lot more than just playing a role because of all the incredibly complicated technical things he had to face and the trust he had to place in everyone around him that all that work he did would shine through in the end. It takes a certain kind of character to be willing to do that.”

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"The role is an incredibly challenging one, as Dan has to bring the Beast to life even though he will be represented on screen digitally," adds producer David Hoberman. "The Beast is a fully-digital character created through performance and facial capture technology, and Dan is able to beautifully convey both the Beast's humanity as well as his beastliness."

Stevens and Watson spoke often on set and had several profound discussions as to the mindset of their characters and the balance between good and evil and masculinity and femininity. Stevens explains, "I was very keen on trying to calibrate the Beast according to the Belle that she wanted to be and to play, and we ultimately ended up realizing that this tale is not so much about beauty and ugliness but about the beauty and the beast that live in all of us and learning to live with that balance."

For the roles of village heartthrob Gaston and his bumbling sidekick Le Fou, the filmmakers worried the parts would be difficult to cast, as it was important that the vain, egomaniac and the awestruck buffoon from the animated film effectively transition into characters the audience would find believable in a real-world environment. The writers had added a few new characteristics to Gaston to make him appear more contemporary and credible, fashioning him to be a War hero who helped save the town from invaders and someone who is easily provoked. Condon explains, "With a short temper he can easily lose control when anyone or anything crosses him, which became an interesting way to take something that was cartoonish and turn it into something real."

With Le Fou, who was the comic relief in the animated film, there were some minor nuances added to his character as well. "He used to be sort of a punching bag," says Condon, "And that's just not funny or interesting or credible in live-action."

Fortunately, the casting process was anything *but* difficult. Welsh actor Luke Evans ("The Girl on the Train," "The Hobbit: The Desolation of Smaug") was the embodiment of Gaston, the shallow and arrogant villager intent on marrying Belle. The actor is even an accomplished vocalist, having starred in numerous West End stage productions, and Gaston has a substantial amount of singing in the film ("Gaston," "Belle" and "The Mob Song").

"Here's the thing about Luke Evans," says Condon. "He has all the qualities that are right for Gaston but he has this other thing which comes from years of working on a stage and is so important to have in a movie musical, and that's the joy of performing. This is a role he was born to play."

In discussing his character Evans says, "Gaston doesn't see the world the way everyone else sees it. He's at the top of the pyramid and everyone else is below him. He thinks he can do no wrong and does not understand why Belle does not want to be his wife. I mean, God, is she mad? Is she blind? Is she stupid? He doesn't get it, which is funny in and of itself, so I really tried to play up the comedic aspects."

"I haven't done a lot of comedy," he continues, "But it's been fun to play Gaston and be able to bounce off the likes of Josh Gad, a very accomplished comedian with perfect timing."

Gad, perhaps best known as the voice of Olaf in the box office phenomenon "Frozen," is Le Fou, Gaston's long-suffering aide-de-camp. While not the brightest bulb in the box, Le Fou worships Gaston, even though Gaston has no regard for him whatsoever and makes him the brunt of most of his jokes. Gad is also a veteran of musical theater, having starred on Broadway in the Tony Award®-winning musical "Book of Mormon," and hit it off with Evans immediately, which is clearly evidenced by their chemistry

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on screen. Together they were able to bring a good deal of humor to what are, essentially, villainous characters.

"Gaston is this very central figure in their village," explains Gad, "And Le Fou is like a historian celebrating Gaston's legacy who is always there to remind the public how important his contributions were. If Napoleon Bonaparte had a sidekick, it would be Le Fou."

Gad appreciated Condon's plans to make the characters more fully-realized individuals. "Bill is a very intimate director," he says. "So many of his films have an intimacy to them, so to do a big tent pole film like this with these incredible sets and to have someone like Bill Condon who grounds it all with these amazingly fleshed out characters and ensures that the intimate moments are what the audience has the biggest emotional response to, has just been a tremendous experience."

Maurice, Belle's father, is played by Oscar® and two-time Tony Award® winner Kevin Kline ("The Ice Storm," "In & Out"). The character was a whacky inventor in the animated film but is now an artist specializing in beautiful one-of-a-kind music boxes, which to Belle represent the world beyond the confines of Villeneuve and to Maurice, a way to remember a moment in his life that was perfect but now gone.

"Like so many others, I've loved Kevin Kline forever," says Condon. "I also remember him as a musical performer when he was very young, so to get him singing again was very exciting for me as a director. But more than that, much more than that, all the deeper stuff, the sense of loss and fear for Belle, all that is really so beautifully captured by Kevin."

As an actor, Kline likes to immerse himself in his characters and wanted to know how Maurice would have made the music and the mythology behind music boxes. He also spent a good deal of time speaking with Condon, Stevens and Watson talking through all their scenes and adjusting and incorporating new ideas, which helped him to figure out, in concise ways, how to communicate more about who his character is.

Two-time Golden Globe® nominee Ewan McGregor ("Moulin Rouge," "Star Wars: Episode I - The Phantom Menace") is Lumière, the Prince's proper French valet turned candelabra. Frequently at odds with Cogsworth and besotted with Plumette, it is Lumière who sings the show's most extravagant musical number, "Be Our Guest." The actor was unfamiliar with the song when first arriving on set, but quickly became a fan, delivering a performance that would have made Maurice Chevalier proud.

"Ewan brings a bit of that 'Moulin Rouge' kind of joy to this character," says Condon, "And there's something so infectious about the way he sings, and sells the song."

It had been decided early on in the writing process to expand the story's prologue and add a new character, a maestro who, along with his diva, is performing for the Prince at his castle when the spell is cast. Academy Award® nominee and two-time Golden Globe®-winning actor Stanley Tucci ("Spotlight," "The Hunger Games") plays Maestro Cadenza, now a harpsichord, and Cadenza's wife, the renowned Italian opera diva Madame de Garderobe, is played by six-time Tony Award® and Emmy® winner Audra McDonald ("Ricki and the Flash," "Private Practice"). The curse turns her into an enormous wardrobe residing in Belle's room in the Beast's castle, the same room where she stayed when she was the visiting opera singer. In addition to dressing Belle, Garderobe has a flare for the dramatic and a proclivity for frequent naps.

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Gugu Mbatha-Raw (“Beyond the Lights,” “Belle”) is Plumette, the cheeky maid turned feather duster. “Lucy Bevan, our casting director, suggested Gugu to us,” says Hoberman, “And while she may be one of the most beautiful women in the world, she also has a fantastic voice. She is the perfect Plumette.”

Making his musical theater debut at the age of 76 is two-time Oscar®-nominated and Tony Award® and Golden Globe®-winning actor Ian McKellen as Cogsworth, the fastidious and tightly-wound head butler who is transformed into a mantel clock. While best known to younger audiences for his roles in “The Lords of the Rings” trilogy (Gandalf) and the “X-Men” films (Magneto), he is also a classically-trained actor with a wealth of Shakespearean credits under his belt.

It was Condon, having worked with him in the past on films including “Gods and Monsters” and “Mr. Holmes,” who reached out to his friend to offer him the role, and McKellen was all too eager to come on board. “When a script comes to you in the mail and you see that it is from Bill, you say, ‘Yes,’ even before you’ve read it,” laughs McKellen.

He continues, “One of the first films I remember seeing was Cocteau’s ‘La Belle et le Bête,’ and I remember the excitement and the rather primitive technology used when the Beast sheds his hair and turns into the beautiful Jean Marais as the Prince. Bill is the ideal choice for a story like this. He loves musical theater and he likes the spectacle and energy of a big production that has music and dancing, and this is musical cinema. But at the same time, he recognizes the delicacies of human behavior.”

Two-time Academy Award® and Golden Globe® winner Emma Thompson (“Sense and Sensibility,” “Howard’s End”) joined the cast as Mrs. Potts, the Cockney housekeeper who becomes a teapot and takes Belle under her wing, and the actress has nothing but praise for her director. “Bill is so wise and funny and kind and tender,” she says, “And he’s assembled the best group of people because he is one of the best. You just know that this film is going to be witty without being too sentimental and is going to have pace and verve and vigor and life and is going to mean something, because that’s just who he is.”

Stevens conversed with Thompson about the relationship between the Beast and Mrs. Potts, and says, “Mrs. Potts is the closest thing the Beast has to a mother figure really. She’s a bit like his strict aunt; she keeps him in line, keeps him in check, and it was nice to chat and establish that between ourselves.”

The filmmakers reasoned that if anyone could take on the legacy of a character created by Angela Lansbury, it was Thompson, as she has a similar warmth, history and connection to an audience. Coincidentally, Thompson arrived on the set of “Beauty and the Beast” straight from a sold-out run of “Sweeney Todd” in London in which she played Mrs. Lovett, a role Lansbury also originated years ago on Broadway.

Newcomer Nathan Mack plays Mrs. Potts’ son, Chip, who is now a teacup, and Hattie Morahan (“Alice Through the Looking Glass,” “Mr. Holmes”) is the enchantress, who places the spell on the Beast and his castle at the beginning of the story.

~ An Enchanted 18th Century Setting ~

Principal photography on “Beauty and the Beast” took place at Shepperton Studios outside London and on several locations throughout the U.K. from May to August, 2015. Shepperton, whose production stages have played host to such films as “Lawrence of Arabia,” “Oliver!” “Gandhi,” “A Passage to India” and “A Clockwork Orange,” was the ideal location, offering an enormous backlot and plenty of stages on which to build multiple large-scale practical sets, of which 27 were needed in total.

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While the story is being told in a live action format, there is still a substantial amount of animation and computer generated imagery, so it was important to the filmmakers to create as many practical sets as possible. The massive and elaborately decorated sets help to differentiate the film from the animated version, and each set was scanned into a computer and turned into a digital 3D form to digitally create the visual movie (pre-vis) before shooting began to map out camera moves and lighting.

The talented team of artists tasked with visually bringing the animated film to life include many of Bill Condon's longtime collaborators: director of photography Tobias Schliessler, ASC ("Mr. Holmes," "Lone Survivor"); four-time Oscar®-nominated production designer Sarah Greenwood ("Hanna," "Atonement"); film editor Virginia Katz, ACE ("Burlesque," "Dreamgirls"); Academy Award®-winning costume designer Jacqueline Durran ("Macbeth," "Anna Karenina"); four time Oscar nominated set decorator Katie Spencer ("Sherlock Holmes," "Pride & Prejudice"); Oscar winning make-up and hair designer Jenny Shircore ("Elizabeth," "The Soloist") and casting director Lucy Bevan ("Alice Through the Looking Glass," "Cinderella").

In a fitting tribute to the story's notion of female empowerment, all the department heads on the design team were female, as were the film editor and the casting director, and all at the top of their game creatively. Greenwood and Spencer have worked together for almost two decades and both have worked with Durran and Shircore before, and each was passionate about the project, sharing ideas and information between the other department heads, which helped to create seamless integration.

As production designer, Greenwood is essentially in charge of every visual aspect of the film and was striving for a timeless, classic feel set in a specific time and place (as opposed to an undated alternate fairy tale universe): mid-18th century France. While each department's work was influenced, in part, by the 1991 animated film, the sets, props, costumes and hair and make-up were authentic to 18th century life in France. Since the story is, in fact, a fairy tale, there was some freedom to visually interpret the period, allowing for an original look.

Over 1,000 crew members worked around the clock to design, build and decorate all the mammoth sets, providing an incredible amount of detail and crafting everything by hand. Emma Watson says, "I've worked on films before where the craftsmanship has been amazing, but this film has been really special because they've taken something which is so well known and loved and somehow managed to keep what we know and love but also expand on it and give it more detail and more depth and more layers. Everyone felt there was so much more to explore, and fortunately that was something we could do with the current technology and craftsmanship and means of storytelling that we didn't have before."

The fictional town of Villeneuve, the village where Belle and her father live, was built on the backlot at Shepperton. It was the production's largest set, measuring 28,787 square feet, and Greenwood and her team drew inspiration from the village of Conques in Southern France. Included in the town, which was named after the author of the original "Beauty and the Beast" story, Gabrielle-Suzanne Barbot de Villeneuve, is Belle's cottage, a school house, a dress shop, a village tavern, a church and the village square.

For the film's epic opening number, "Belle," which takes place in Villeneuve, more than 150 extras, hundreds of animals, 28 wagons and countless props and set decorations were used, each with an incredible amount of detail.

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The art department spent months researching period architecture and interior design to create the look of the Prince/Beast's castle. In the end, it was a combination of different architectural styles, but the majority was done in French Rococo, which was prevalent in 1740s France and can still be seen in the Palace of Versailles. "Rococo was a French design style where the motif was quite extreme," says Greenwood. "It was a very short-lived design theme because it was so intense and excessive and very expensive, but it did have a big impact on the overall visual look of our film."

One significant difference between this castle and the castle from the animated film is its evolving look. Greenwood explains, "The castle in the animated film does not change over the course of the story, but because we're working within a live action format we were able to show the castle reacting to the effects of the spell as time goes by. With Rococo, everything is very exuberant, but also very organic, and what we wanted to convey in our designs was it slowly growing and stretching post enchantment, which is reflected in the castle's frost, topiaries, architecture and plaster moldings."

The castle's ballroom was another massive set. The floor was made from 12,000 square feet of faux marble and its design was based on a pattern found on the ceiling of the Benedictine Abbey in Braunau, Germany. It also included ten 14x7 glass chandeliers which were based on actual chandeliers from Versailles which were then frosted, covered in fabric and candlelit.

Like the ballroom, Belle's bedroom is in the benevolent enchantment area of the castle and was designed to appeal to every little girl as the ideal fairy tale bedroom. The west wing, where the Beast often retreats, is the epicenter of the enchantment and is designed in Italian baroque, which is more sinister and dark in appearance.

The castle's library, which is based on the design of a celebrated library from Portugal, is a key setting and one that pertains to an important theme in the story: the thirst for knowledge, love of literature and vital role books play in feeding the imagination. The library has a floor made from approximately 2,000 square feet of faux marble and features thousands of books created especially for the production.

The enchanted forest which surrounds the Beast's castle was built on stage H, the largest stage at Shepperton, measuring 9,600 square feet. The forest, which took 15 weeks to complete, includes real trees, hedges, a frozen lake, a set of 29-foot high ice gates and approximately 20,000 icicles.

"All the sets were truly magical and incredibly lavish," says visual effects producer Steve Gaub ("Unbroken," "TRON: Legacy"), "And Sarah and her team did an amazing job. Everything felt very old Hollywood, which is appropriate because we were looking to create something classic which could sit beside the original."

Costumes designed to exist within a fairy tale world come with built in expectations, and Jacqueline Durran did not disappoint. Her department, which was made up of embroiders, milliners, jewelers, painters and textile artists, began working on the film three months prior to principal photography. This was due, in part, to the challenge they gave themselves to design and create ethical and sustainable costumes made from fair-trade fabrics (meaning the use of organic materials from suppliers that pay their employees a fair wage and are considerate of the environment), which they accomplished. Working in tandem with Eco Age and the Green Carpet Challenge, they also used only natural and low impact dyes and carefully disposed of the waste water and only printed with traditional wood blocks.

Durran designed everything from the peasant costumes for all the villagers to the elaborate ball gowns worn by 35 debutantes at the Prince's ball, but her biggest hurdle was creating the dress Belle wears

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when she first waltzes with the Beast in the castle's ballroom. Due to the iconic association of the yellow dress with the character, there were numerous discussions as to its look, color and the type of material used. Thus, it was a lengthy design process involving many different fabrics and colors, and there were many discussions as to its design.

"The dress was always going to be yellow in our film as an homage to the animation," says Durran. "What we tried to do was reinterpret it and flesh it out a bit by adding more texture and making it feel like a real living costume." In the end, the dress was created from multiple layers of feather light satin organza dyed yellow (180 feet in total), which was cut broadly in a circular shape and which required over 3,000 feet of thread. The top two layers were then printed with gold leaf filigree in a pattern which matches the Rococo style on the ballroom floor and accentuated with 2,160 Swarovski crystals. In the story, the gold was applied by Madame Garderobe, who takes the gold gilding from the ceiling of Belle's bedroom and sprinkles it on her dress.

The dress, which took over 12,000 hours to make and of which multiple copies were created, did not require a corset or cage, giving Watson a greater amount of movement, which was crucial as her character is more physical here than in the animated film. Belle is seen working and riding horses, for which she wore boots (as opposed to delicate feminine shoes).

"It was definitely an interesting challenge," says Emma Watson, "The dress itself is so iconic because it is part of that romantic scene in the story. The dress went through a lot of different iterations, but in the end, we decided the most important thing was that the dress dance beautifully. We wanted it to feel like it could float, like it could fly."

Durran agrees, saying, "We actually took this into consideration when designing all of Belle's costumes. We didn't want her to be a delicate princess but an active heroine, so the blue dress and apron she wears at the beginning of the film was designed with pockets where she could place a book and to be worn with bloomers and a bodice."

Adds Watson, "We really wanted to expand Belle's persona in the film and wanted to make sure she came across as a genuine equestrian and horsewoman, so we made sure she wore proper footwear and hiked up one side of her skirt so she could ride western style and that it looked easy for her."

The design on the gown Belle wears at the end of the film once the spell has been lifted, is a print taken from an original 18th century apron that Durran bought when she was a student. The design was hand painted on a canvas and then enlarged and printed digitally.

"One of the wonderful things about working with Jacqueline is that she is so incredibly collaborative," says Watson. "I was just blown away by how much input she wanted from me...she really wanted to understand how I perceived the character inside and out. It was such a special experience for me as an actress, and such a great way to build and understand a character through that process."

Durran continues, "The expectations for all of Belle's costumes were quite high, but we ended up with some beautiful dresses that reference the animated film but are still unique to this one."

"Jackie is a goddess," says producer David Hoberman. "She had a really tough job, not only because of the sheer volume of costumes in this movie, but because of the iconic wardrobe from the animated film."

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She wanted to take into consideration and be somewhat faithful to the costumes worn by all the animated characters, but wanted to create something original as well, and she managed to come up with something completely beautiful and completely her own.”

For the Prince’s costume worn in the opening sequence of the film, Durran created a coat and waist coat embellished with thousands of Swarovski crystals, which was then scanned by the visual effects department and applied to the computer-generated Beast.

“Beauty and the Beast” is cinematographer Tobias Schliessler’s fourth collaboration with Condon, and while the production offered numerous challenges there was also ample room for creativity. Using a range of camera equipment, from a techno-dolly and drone on the musical number “Belle” to a crane on “Beauty and the Beast” to motion control equipment on “Be Our Guest,” the DP constantly had to adapt.

The filmmakers chose to replicate some of the iconic camera work from the animated film but add some of their own flourishes as well, like the shot from the musical number “Beauty and the Beast” in the animated film where the camera sweeps over Belle and the Beast and travels up to the ballroom ceiling. Schliessler does the same camera sweep with a crane and moves the camera up to capture the musical instruments carved from wood adorning the walls of the ballroom which come to life and begin playing.

Filming the spectacular Busby Berkeley-esque musical number “Be Our Guest,” proved especially challenging from a technical standpoint, taking one month to shoot, six months to prep and over a year to complete. As all the elements were real and shot in camera, it required motion control work, a techno-dolly, a crane and other special lighting equipment before the footage could be animated and augmented by the visual effects team in post-production.

“The interplay between the cinematography and the phenomenal design work on these sets has been beautifully captured by Tobias,” says co-producer Greg Yolen. “We built the foyer and ballroom of the castle – as they would actually be laid out – across two soundstages, and Tobias knew exactly where to put the camera to take full advantage of the incredible design work.”

Yolen continues, “He got these incredible shots of Belle walking in the castle and the depth behind her of these two huge sets, both of which you could see in one shot, was unbelievable. You feel like you are there, and he was able to capture all that on film. It truly gives the film a sense of reality and scope and it is really something special.”

~ Behind the Magic on Screen ~

The key to a successful live-action adaptation of “Beauty and the Beast” lay with the Beast, as the mythical creature needed to be convincing and someone with whom the audience could relate to and care for, but the technology needed to craft such a Beast did not exist until recently.

To create a realistic looking Beast in a real world environment while maintaining Dan Stevens’ performance, a combination of physical performance capture and MOVA facial capture technology was used. For the physical performance capture portions, scenes of the Beast with the live action cast members were filmed on practical sets with Stevens wearing stilts and a prosthetics muscle suit with a gray body suit on top. Scenes of the Beast with the animated household staff were filmed with Stevens wearing a fractal gray body suit with visual effects indicators.

And despite the restraining attire, the actor was able to convey a complex range of emotions, which was

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crucial since the Beast is the romantic lead and emotional center of the story. Says Condon, "Dan brings such warmth and nuance to the character and was able to evoke all of the pain and the humanity that was still there and give a powerful performance which is told predominantly through his eyes and voice. It was really quite astonishing."

Stevens also participated in separate MOVA facial capture sessions which took place in a studio where phosphorescent makeup was applied to his face (which shows up under ultraviolet light as blue) and was surrounded by multiple cameras tracking every pore in his face. The MOVA customized hardware and software then converted the performance into data.

"It was especially challenging, remembers Stevens, "As you have to think back to scenes already filmed and move just your face, not your body, whether you had any dialogue or not. There was one instance where I had to do the entire ballroom waltz with just with my face, which was quite interesting."

The household objects that have magically come to life also have human-grounded characteristics. In fact, Condon thought of them and referred to them as live action actors throughout production. The objects are in close proximity with the human actors and often interact with them, but it was a laborious and time consuming process in order for that to happen.

First, the actors would rehearse their scenes together so they could play off one another and know where the cameras would be placed. The scenes were then recorded so the footage could be played back on set as pre-vis to show the actors exactly what the characters in that specific scene were going to look like.

The final footage audiences see on screen was real and filmed in camera but was then augmented by the visual effects team during post-production. In order to create flawless assimilation with the computer-generated characters on practical sets, real versions of the objects were created first, everything from a beautiful hand painted teapot to a Rococo gilded candlestick. Each item was painstakingly designed by the art department with reference to the original animated characters. Once Condon and the visual effects team were pleased with their appearance and proportions, they were placed on set and filmed as part of principal photography.

For the design of the mantel clock, Cogsworth, played by Ian McKellen, the base and main box were made from polyester resin and painted gold. The exterior pieces were gold plated, the face was made from brass and it was fitted with proper clock movements to make the ticking and movement of the weights authentic.

Lumière the candelabra played by Ewan McGregor, is one of the few household objects that could open up and become a moving character with what are essentially arms, legs and hands, and the filmmakers wanted to bring as much of his personality to the character. McGregor was filmed dancing and moving the way he envisioned Lumière would move, via performance capture technology.

"Lumière was difficult to concept because we wanted him to be able to move, but at the end of the day he's still a gilded candlestick," says visual effects producer Steve Gaub. "Once we had a 3D computer model of him that everyone was happy with, he was constructed from a process called rapid prototyping which is able to take 3D computer files and produce an accurate model in polyester resin so you can physically see and feel it."

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The same process was also used for Mrs. Potts the teapot, played by Emma Thompson: she was designed in the computer, prototyped and then molded.

To bring Garderobe to life, a real version of the beautiful – and enormous – wardrobe was created and rigged to make her move. Additional special effects elements were added later in post-production and helped create a scene with Garderobe creating a gown and dressing Belle.

For Dan Stevens, the scenes where the Beast interacted with the household objects took a great deal of imagination on his part. He explains, “I would walk on the set to film a scene where I am speaking to Lumière but I would be looking at an LED light on a stick and hearing Ewan’s voice. It was like an extra level of weird that we had to deal with.”

Make-up and hair designer Jenny Shircore worked closely with production designer Sarah Greenwood to pull out any relevant details from the designs of the household objects which she then incorporated into the hair and make-up for the human versions of the castle staff. Things like hairstyles (Madame de Garderobe’s enormous beehive), facial hair (Cogsworth’s mustache) or any other standout features (Cadenza’s rotting teeth).

The costumes for the human versions of the household staff were designed collaboratively with the art and set decorating teams, ensuring elements of the human costumes mirrored their objects. For instance, Jacqueline Durran designed Cogsworth’s human costume with buttons that were enameled with roman numerals like the numbers on the mantel clock, and the embroidery design on his waistcoat and his epaulets match the design on the clock. With Mrs. Potts, the cream-colored base of the teapot is the color of her gown and the leaf print pattern on the teapot is incorporated into her gown as well.

The beautiful music boxes Maurice creates were all crafted by hand with incredible gilded castings. They were inspired by the works of goldsmith Johann Melchior Dinglinger and depicted different cities and countries from around the world. Because they exist in an enchanted and magical environment, these are not just music boxes, but portals to other worlds.

~ Enhancing the Classic Score ~

In addition to expanding the story from the animated classic, director/co-screenwriter Bill Condon believed that musically the story could move in a slightly more realistic direction as well, either by finding interesting variations on the existing songs or adding new ones. In films, songs help to tell the story and elevate its emotional content, but they also need to push the story forward. “At the end of a song, you should feel as though you’ve arrived somewhere different from where you started,” explains director/co-screenwriter Bill Condon. “Otherwise it feels like the story just stops.”

“Part of Bill’s approach was to take the music from two dimensions to three dimensions, both literally and in terms of the characters,” says Menken. “He has a keen understanding of the romance at the center of the story and how important that is, but also realizes that it is spectacular in and of itself, with talking candlesticks and dancing clocks at the same time.”

Says Condon, “Alan is so generous, because I was filled with so many ideas and things I wanted to play with and it was all so new and exciting for me, and he just dove right in, not only writing three new songs but also rethinking some of the old ones. It was thrilling and inspiring to work with him and to just see how alive this is for him.”

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"Alan and Howard wrote the original score for the animated film, but when it came time to adapt the music for the Broadway production, Howard had, sadly, already passed away," says Condon. "That's when Tim came on board, so both Alan and Tim have been involved with this project for quite some time, which is very fortunate for us."

"Well I was extremely lucky," says Rice, "And I still feel somewhat in the shadow of the great Howard Ashman on this project because he was a brilliant lyricist who was cut off in his prime. But I'm also a great fan of Alan because I've seen 'Little Shop of Horrors' and 'The Little Mermaid' and I love 'Beauty and the Beast.'"

The filmmakers have the utmost respect for the animated film's score and its memorable songs, like the rousing opening number "Belle," the delightful duet "Something There," the enchanting ballad "Beauty and the Beast" and the jubilant show-stopper "Be Our Guest," each one with a beautiful Menken melody and clever Ashman lyrics.

"I love that the music has this kind of classical, theatrical feeling to it yet still seems somewhat modern," says Emma Watson. "It rides that perfect line where it's not pop music and not stage music...it's kind of that perfect sweet spot in the middle, and it's just really magical."

Luke Evans agrees, saying "I come from the world of musical theater so I feel very passionate about telling a story with music and lyrics, and what these geniuses did back in 1991 was tell a story which was very, very old and make it appeal to everyone. It has left a lasting impression on many generations of film-goers."

The new songs written by Menken and Rice are telling new parts of the story and taking the story in new directions, and fit seamlessly into the fabric of "Beauty and the Beast." The animated film's score is perfect as it is and there was never any discussion amongst the filmmakers about cutting any of those musical numbers in the film. The score for the Broadway production is wonderful, too, and Condon would have liked to have incorporated some of that music as well, but the songs were written specifically for the stage and fit a theatrical format, not a film one.

"There's a wonderful ballad that the Beast has, 'If I Can't Love Her,' that's become iconic in its own right, but it's a first act curtain number," says Condon, "So in looking at that and looking at the ways we expanded the backstories of the Prince/Beast and Belle, it became clear that there were three important spots where we needed new songs."

One of the new songs is a soaring ballad performed by Dan Stevens as the Beast entitled "For Evermore," which he sings after the Beast has released Belle from the castle so she can be with her father but still his heart is breaking. "Dan came such a long way and has become a wonderful singer," says Menken. "He was struggling at first, but worked really hard over the course of a year and ended up being just a fantastic vocalist. He's got this amazing baritone voice and he really knocks it out of the park."

"Days in the Sun" is a heartwarming song performed by the characters in the castle as they are getting ready for bed and are thinking about the old days. "It's a song about longing and how everyone in the castle is brought together by the awful heartache of missing something or someone that they deeply love and care about," says Watson. "It kind of takes you through all the different characters in the castle and lets you hear their internal thoughts at that particular juncture."

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Stevens adds, “The song has a classic feel to it and really makes you yearn for something. Working with Alan has been quite an experience and it’s a pleasure to have such wonderful material to work with.”

“A Song Lives On” is a beautiful lullaby which Maurice sings as he is building a music box early in the film about holding onto precious moments in life. The music box represents the perfect kind of childhood image of Belle’s life in a music box and gives the audience a glimpse into Belle’s childhood or her lost childhood, which has been the inspiration for Maurice when designing the music box.

“This is an incredibly emotional new beat for the story, and for anyone who cares about the story it will really ring true,” says Condon. “It has the same wonderful musical qualities that the other songs do, and I think this song really sits right beside the originals in that you can’t get them out of your head.”

The song runs throughout the score, beginning with Maurice’s solo. There is also a reprise sung by Watson as Belle later and then it is finally done in its completed form when played over the end credits.

Condon and Menken agreed that Watson’s singing comes from a place of strength. Belle’s frustration at feeling trapped and wanting to get out and experience all that life has to offer is a story in and of itself, and because she knows and understands the character so well and had rehearsed all her scenes before pre-recording her vocals, it all sounded so natural.

Some of Howard Ashman’s original lyrics from “Gaston” and “Beauty and the Beast” which were not used in the animated film have been added to both songs in the film.

For Emma Thompson, singing “Beauty and the Beast” was an amazing experience, but an intimidating one as well. “Angela Lansbury was a bit of a tough act to follow,” she says, “And I can’t even begin to sing it nearly as well as she does, because she has such an iconic voice. I just hope I can give a vague or at least a very human and heartfelt version of it for this new generation coming up.”

She continues, “Alan Menken is just extraordinary. His songs go right into your heart and you hear them again and again and again and you never tire of them.”

Producer David Hoberman says, “When we were shooting that scene and beautiful music from ‘Beauty and the Beast’ was played back on set, I remember thinking, I really do believe we may have shot the most beautiful romantic scene ever put on film. The camera moves that Tobias brought to it, the set decoration, the choreography...everything just sort of fell into place in that ballroom.”

The film was a combination of live voice recording and playback. The actors were always mic’d, even when singing to playback, so everyone was always performing live. The human characters recorded their vocals and dialogue leading into the musical numbers prior to principal photography. The enchanted characters were pre-recorded and their recordings used as a guide track when shooting. Then in post-production, once the visual effects were completed, they recorded their tracks to match the exuberance on the screen.

~ Be Our Guest ~

The live-action adaptation of Disney’s animated classic “Beauty and the Beast” is a stunning, cinematic event celebrating one of the most beloved tales ever told. Audiences of all ages will undoubtedly be captivated by the story’s adventure, passion and romance that have touched readers for centuries. It has everything audiences could possibly want in a movie musical and more: there’s singing and dancing,

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laughter and tears, romance and comedy, and at its heart, a heartwarming story about the redemptive power of love.

According to director/co-screenwriter Bill Condon, “The delightful animated film from 1991 plays as classic animation, but if you want to go a level deeper into the story and into the songs and into the emotions, that’s what this live action film delivers: a greater depth of emotions.”

“It’s rare during principal photography when everyone on set is happy, but on this film where we had hundreds of people on set every day, everyone was genuinely pleased to be there,” says Ian McKellen. “Many of them had been working since the early hours of the morning, but I never heard a single word of complaint from anyone, technician or performer, and that speaks very well for the film.”

“I feel very lucky to have been given the chance to work with this material,” says Condon. “There’s something about this story – and specifically the score which was written 25 years ago – that is just magical, and I think that’s what still draws people in and is what makes this such a special experience.”

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